

APR 11 1994 -11 45 AM

INTERSTATE COMMERCE COMMISSION

**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

3800 Continental Plaza  
777 Main Street  
Ft. Worth, TX 76102(817) 333-3187  
Docket No. F7272**VIA UPS**

April 4, 1994

Ms. Mildred Lee, Recordations  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

Re: **Document for Recordation: Bill of Sale and Release of Security Interest to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1976, Series 4, Dated as of December 1, 1976**

Dear Ms. Lee:

I am enclosing 3 counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale and Release of Security Interest, dated March 14, 1994, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1976, Series 4, Dated as of December 1, 1976 is conveyed to Burlington Northern Railroad Company from Morgan Guaranty Trust Company of New York (now Citibank, N.A.).

The Equipment Trust of 1976, Series 4, Dated as of December 1, 1976, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on November 20, 1976, and assigned Recordation No. 8593.

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The names and addresses of the parties to the transaction are:

Trustee: Citibank, N.A.  
120 Wall Street, 13th Floor  
New York, New York 10043

Owner: Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

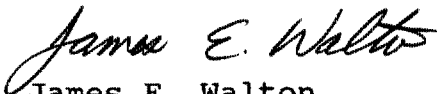
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit "A" of said document.

A check in the amount of \$18.00 is enclosed to cover the fee for recording the Bill of Sale and Release of Security Interest. Please file-stamp and return all counterparts not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest, dated March 14, 1994, to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1976, Series 4, Dated as of December 1, 1976 (ICC Recordation No. 8593, November 20, 1976), conveying the equipment described on Exhibit "A" of said document.

Very truly yours,



James E. Walton  
Legal Assistant

Enclosures

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INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts  
of which this is No. 2

**BILL OF SALE AND RELEASE OF SECURITY INTEREST**

WHEREAS, by a certain Equipment Trust Agreement, dated as of December 1, 1976, executed by Morgan Guaranty Trust Company of New York (now Citibank, N.A.), as Trustee (the "Trustee") and Burlington Northern Inc. (now Burlington Northern Railroad Company) (the "Railroad"), there was established "Burlington Northern Inc. Equipment Trust of 1976, Series 4" (the "Agreement");

WHEREAS, by the terms of Article IV of said Agreement and the terms of supplements to said Agreement the Trustee did lease to the Railroad the railroad equipment described in Exhibit A hereto (the "Equipment");

WHEREAS, the Agreement was filed on November 20, 1976, as Recordation No. 8593, with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented from time to time, with the last supplement being dated February 5, 1991, which was filed with the Interstate Commerce Commission on February 12, 1991, and assigned Recordation No. 8593-I; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Trustee, in accordance with the

provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full; (b) sell, assign, convey, and transfer to the Railroad all its right, title, and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to the Railroad free and clear of all liens, charges, liabilities, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.

This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York (now Citibank, N.A.), the Trustee as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 14<sup>th</sup> day of MARCH, 1994.

Morgan Guaranty Trust  
Company of New York  
(now Citibank, N.A.)

By:   
P. DEPALICE  
VICE PRESIDENT

ATTEST:

  
CAROL NG  
Assistant Vice President

STATE OF NEW YORK

COUNTY OF NEW YORK, ss:

On this 14<sup>th</sup> day of MARCH, 1994 before me personally appeared P. DeFELICE, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



Jeffrey Berger  
Notary Public

My commission expires:

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JEFFRY BERGER  
Notary Public, State of New York  
No. 01BE5015814  
Qualified in Kings County  
Commission Expires July 26, 1995

COVERED HOPPER CARS, 100-TON CAPACITY (413 TOTAL):

Current BN Number

447050 - 447052  
447054 - 447066  
447068 - 447091  
447093 - 447103  
447106 - 447122  
447124 - 447149  
447151 - 447169  
447172 - 447176  
447178 - 447180  
447182 - 447202  
447204 - 447206  
447208 - 447217  
447220 - 447235  
447237 - 447254  
447256 - 447569  
447271 - 447272  
447274 - 447292  
447294 - 447297  
447299 - 447311  
447313 - 447335  
447337 - 447338  
447340 - 447354  
447356 - 447386  
447388 - 447431  
447434 - 447447  
447449 - 447454  
447456 - 447462  
447464 - 447471  
447473 - 447482  
447484 - 447485  
447487 - 447488  
447490 - 447497

BULKHEAD FLAT CARS, 100-TON CAPACITY (176 TOTAL):

Current BN Number

624100 - 624103  
624106 - 624108  
624110 - 624134  
624136 - 624160  
624162 - 624171  
624173 - 624181  
624183 - 624206  
624208 - 624226  
624228 - 624243

624245 - 624262  
624264  
624266 - 624274  
624276 - 624288

BULKHEAD FLAT CARS, 100-TON CAPACITY (190 TOTAL):

Current BN Number

621650 - 621674  
621676 - 621691  
621693 - 621694  
621696 - 621698  
621700 - 621709  
621711 - 621714  
621716 - 621732  
621734 - 621796  
621798 - 621807  
621809 - 621811  
621813 - 621849

COVERED HOPPER CARS, 100-TON CAPACITY (97 TOTAL):

Current BN Number

481000 - 481036  
481038 - 481067  
481069 - 481089  
481091 - 481099

COVERED HOPPER CARS, 100-TON CAPACITY (48 TOTAL):

Previous BN Number

Current BN Number

	449950 - 449956
	449958 - 449973
	449975 - 449979
449980	481549
	449981 - 449991
449992	481550
	449992 - 449995
449996	481548
449997	481590
	449998 - 449999

HIGH CUBE XP BOX CARS, 100-TON CAPACITY (56 TOTAL):

Current BN Number

376400 - 376441  
376443 - 376452  
376454 - 376457

STEEL CABOOSES (45 TOTAL):

Previous BN Number

Current BN Number

	12102
	12104 - 12108
12109	968769
12112	12503
	12113 - 12114
12120	12530
	12121
	12125 - 12128
	12130
	12132 - 12134
12135	968772
	12136
	12138 - 12139
	12141 - 12142
12145	12539
	12146 - 12148
12149	12516
	12150 - 12152
	12155
	12158 - 12159
	12161
12162	968753
12163	12501
12164	12569
	12166 - 12167
12168	968766
	12171

OPEN-TOP GONDOLA CARS, 100-TON CAPACITY (49 TOTAL):

Current C&S Number

560850 - 560885  
560887 - 560899



CABOOSE (1 TOTAL):

Current FW&D Number

175

30' WIDE VISION ALL STEEL CABOOSE (2 TOTAL):

Current BN Number

12324

12327

DOUBLE HOPPER CARS, 100-TON CAPACITY (6 TOTAL):

Current BN Number

953960 - 953965